UNITED STATES DISTRICT COURT SOUTHERN DISTRICT OF NEW YORK

ADREA, LLC,

Plaintiff,

v.

13-CV-4137 (JSR)

BARNES & NOBLE, INC., BARNESANDNOBLE.COM LLC, AND NOOK MEDIA LLC,

Defendants.

RULE 7.1 CORPORATE DISCLOSURE STATEMENT OF DEFENDANTS BARNES & NOBLE, INC., BARNESANDNOBLE.COM LLC, AND NOOK MEDIA LLC

Defendants Barnes & Noble, Inc., barnesandnoble.com LLC, and Nook Media LLC (collectively, the "Defendants") submit this Corporate Disclosure Statement pursuant to Federal Rule of Civil Procedure Rule 7.1. To enable District Judges and Magistrate Judges of the Court to evaluate possible disqualification or recusal, the undersigned counsel for Defendants provides and certifies the following information:

Defendant Barnes & Noble, Inc. is a publicly-traded company, and Liberty Media Corporation, a public company, through its wholly-owned subsidiary Liberty GIC, Inc., owns 10% or more of its stock. Barnes & Noble, Inc. and Microsoft Corp. each own 10% or more of the stock of Nook Media, LLC., which in turn wholly-owns barnesandnoble.com llc.

Dated: August 9, 2013 New York, New York

Respectfully submitted,

ARNOLD & PORTER LLP

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Attorneys for Defendants Barnes & Noble, Inc., barnesandnoble.com LLC, and Nook Media LLC